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ACCOUNT NO. : 072100000032

REFERENCE : 428558 4344659

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 70.00

ORDER DATE : October 22, 1999

ORDER TIME : 3:41 PM

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ORDER NO. : 428558-010

CUSTOMER NO: 4344659

CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig, P.a.
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: PS USA, INC.

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

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TREASURY OF FLORIDA

10/26/99
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99 OCT 26 PM 4:45
DIVISION OF CORPORATIONS
TREASURY OF FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. PS USA, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Pennsylvania

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 19, 1998

(Date of incorporation)

5. "perpetual"

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. P.O. Box 98 , 425 Mercer Street

Volant, PA 16156

(Current mailing address)

8. To engage in any activity or business permitted under the laws
of the State of Florida.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida , 32301

(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

Deborah D. Skipper By: Deborah D. Skipper
as its agent (Registered agent's signature)

Deborah D. Skipper
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED LIST

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

James W. Traweck, President

(Typed or printed name and capacity of person signing application)

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STATIONS
COMMUNICATIONS
DIVISION

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: James W. Traweek
Address: 2255 Crescent Drive
Mt. Dora, FL 32757

Director: John T. Marett
Address: P.O. Box 98
425 Mercer Street
Volant, PA 16156

Director: Craig R. Marett
Address: P.O. Box 98
425 Mercer Street
Volant, PA 16156

Director: Wallace Cunningham
Address: P.O. Box 98
425 Mercer Street
Volant, PA 16156

B. OFFICERS

Pres./Asst. Sec.: James W. Traweek
Address: 2255 Crescent Drive
Mt. Dora, FL 32757

VP/Sec.: John T. Marett
Address: P.O. Box 98
425 Mercer Street
Volant, PA 16156

Vice President: Craig R. Marett
Address: P.O. Box 98
425 Mercer Street
Volant, PA 16156

Treasurer: Wallace Cunningham
Address: P.O. Box 98
425 Mercer Street
Volant, PA 16156

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 AM 10:25

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 22, 1999

STATE DEPT. OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 AM 10:25

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

PS USA, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

JSOW